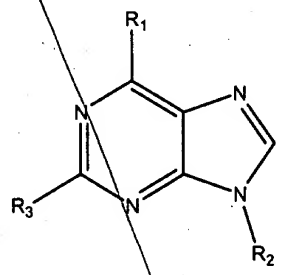
IN THE SPECIFICATION:

Cancel the paragraph on page 1, lines 9-10 and replace with the following new paragraph:

This application is a continuation of U.S. patent application Serial No. 09/230,829 which is a section 371 application of PCT/US97/13386 filed on August 1, 1997, which is a CIP of U.S. patent application Serial No. 08/692012, filed on August 2, 1996, now U.S. Patent No. 5,866,702.

IN THE CLAIMS:

48. (Once amended) A compound having the formula:



wherein:

R_1 is -X-R_1'; in which R_1' is lower alkyl, substituted lower alkyl, cycloalkyl, substituted cycloalkyl, cycloheteroalkyl, substituted cycloheteroalkyl, aryl, substituted aryl, aralkyl, substituted aralkyl, hetaryl, substituted hetaryl, and heteroalkyl, and X is -NH- or -SO_2;

R_2 is lower alkyl optionally substituted with one, two or three groups selected from hydroxy, lower alkoxy, halogen, mercapto, alkylthiol, amino, amido, carboxy, cyano, aryloxy, alkenyl, alkynyl, or acyl;

aryl, heteroaryl, arylalkyl or heteroarylalkyl where the ring portion of each is optionally substituted with one, two or three groups selected from lower alkyl,

alkoxy, halogen, mercapto, alkylthio, ethynyl, amino, amido, carboxy, hydroxy, aryl, aryloxy, heteroaryl, nitro, or cyano;

cycloalkyl optionally substituted with one, two or three groups selected from lower alkyl, alkoxy, halogen, thiol, ethynyl, alkylthio, aryl, aryloxy, heteroaryl, nitro, or cyano; or

heterocyclyl; and

R_3 is halogen, hydroxy, mercapto, alkoxy, alkylthiol, lower alkyl, or $-NR_4R_5$; in which R_4 and R_5 independently are hydrogen or lower alkyl optionally substituted with one, two or three groups selected from hydroxy, alkoxy, halogen, amino, mercapto, alkylthiol, amido, carboxyl, cyano, aryloxy, or acyl; or;

aryl, arylalkyl, heteroaryl, heteroarylalkyl, or cycloalkyl where the ring portion of each is optionally substituted with one, two or three groups selected from lower alkyl, lower alkoxy, halogen, mercapto, alkylthiol, ethynyl, amino, amido, carboxyl, hydroxy, aryl, aryloxy, heteroaryl, nitro, or cyano;

with the proviso that when R_1 is benzyl, X is -NH-, and R_3 is NR_4R_5, in which R_4 is hydrogen and R_5 is lower alkyl of C_{1-4} substituted by hydroxy or amino, R_2 is not lower alkyl of C_{1-4}, and with the proviso that R_1 cannot be cycloalkyl or endo-2-norbornyl when R_3 is halogen, hydroxy, or alkoxy; and with the proviso that R_2 and R_3 cannot both be lower alkyl; or an acid addition salts and cationic salts thereof.

50. (Once amended) The compound of claim 49, wherein R_1' is aryl, substituted aryl, aralkyl, substituted aralkyl, hetaryl, or substituted hetaryl.

51. (Once amended) The compound of claim 50, wherein R_2 is lower alkyl optionally substituted with one, two or three groups selected from hydroxy, alkoxy, halogen, amino, or acyl, or cycloalkyl optionally substituted with lower alkyl or alkoxy.

52. (Once amended) The compound of claim 51, wherein R_3 is $-NR_4R_5$, in which R_4 and R_5 independently are hydrogen or lower alkyl optionally substituted with one, two or three groups selected from hydroxy, alkoxy, halogen, amino, or acyl.

53. (Once amended) The compound of claim 52, wherein R_4 and R_5 independently are lower alkyl substituted with hydroxy or amino.

54. (Once amended) The compound of claim 53, wherein R_4 and R_5 are both lower alkyl substituted with amino.

55. (Once amended) The compound of claim 54, wherein R_4 and R_5 are both 2-aminoethyl.

56. (Once amended) The compound of claim 55, wherein R_2 is lower alkyl.

57. (Once amended) The compound of claim 56, wherein R_2 is isopropyl.

58. (Once amended) The compound of claim 57, wherein R_1' is 4-methoxybenzyl, pyridin-3-ylmethyl, or cyclopropylmethyl.

59. (Once amended) The compound of claim 55, wherein R_4 and R_5 are both lower alkyl substituted with hydroxy.

60. (Once amended) The compound of claim 59, wherein R_4 and R_5 are both 2-hydroxyethyl.

61. (Once amended) The compound of claim 60, wherein R_2 is isopropyl.

62. (Once amended) The compound of claim 61, wherein R_1' is 4-phenylbenzyl, 4-bromobenzyl, 4-bromophenyl, quinolin-3-yl, quinolin-5-yl, quinolin-6-yl, or quinolin-8-yl.

63. (Once amended) The compound of claim 51, wherein R_1' is 4-methoxybenzyl or 3-phenylpropyl and R_3 is (RS)-N-leucinylol, (L)-N-histidinylol, or (R)-N-(2-amino-3-phenyl-1-propanolyl).

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64. (Once amended) The compound of claim 63, wherein R_2 is isopropyl.

65. (Once amended) The compound of claim 49, wherein R_1' is lower alkyl, substituted lower alkyl, cycloalkyl, substituted cycloalkyl, R_2 is lower alkyl, and R_3 is -NR_4R_5, in which R_4 and R_5 independently are lower alkyl substituted with hydroxy or amino. .

66. (Once amended) The compound of claim 65, wherein R_1' is lower alkyl of 1-8 carbon atoms and R_2 is isopropyl.

67. (Once amended) The compound of claim 65, wherein R_1' is cycloalkyl of 3-7 carbon atoms and R_2 is isopropyl.

68. (Once amended) A method of treating a disease state in a mammal that is alleviable by treatment with a cell cycle kinase inhibitor, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of claim 48.

69. (Once amended) The method of claim 68, wherein the cell cycle kinase is CDK2.

70. (Once amended) The method of claim 69, wherein the disease state is characterized by abnormal cell proliferation.

71. (Once amended) The method of claim 70, wherein the disease state is rheumatoid arthritis, lupus, diabetes, multiple sclerosis, cancer, restenosis, host-vs-graft disease, or gout.